

Exhibit 2

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

R E C E I V E D  
BY MAIL   
BY HAND   
DEC 18 2005

-x : In re Chapter 11  
: DELPHI CORPORATION, et al., Case No. 05-44481 (RDD)  
: Debtors. (Jointly Administered)  
:  
-x

SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF )  
 ) ss:  
COUNTY OF )

William R. Schulz , being duly sworn, deposes and says:

1. I am a principal of Foster, Swift, Collins & Smith, P.C. ("FSCS") which firm maintains offices at 313 S. Washington Square, Lansing, Michigan 48933.
2. Neither I, "FSCS", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. "FSCS", has represented and advised the Debtors in Michigan with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and "FSCS" has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "FSCS" proposes, to render the following services to the Debtors: Litigation Defense
5. "FSCS"'s current fee arrangement is hourly.

6. Except as set forth herein, no promises have been received by "FSCS" or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

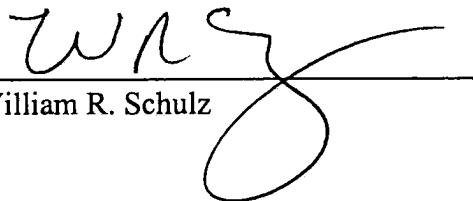
7. "FSCS" has no agreement with any entity to share with such entity any compensation received by "FSCS".

8. "FSCS" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "FSCS" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "FSCS", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "FSCS" is to be engaged.

10. The foregoing constitutes the statement of "FSCS" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
\_\_\_\_\_  
William R. Schulz

Subscribed and sworn before me  
this 18<sup>th</sup> day of, November, 2005

  
\_\_\_\_\_  
Notary Public

DEBORAH K. NICHOLS  
Notary Public, Eaton County, Mi  
My Comm. Expires Sept. 21, 2006

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x-----  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----x-----

PROOF OF SERVICE

I hereby certify that on December 6, 2005, I served a copy of the Affidavit of Legal Ordinary Course Professional on the following:

Delphi Corporation  
Attn: General Counsel  
5725 Delphi Drive  
Troy, MI 48098

Skadden, Arps, Slate, Meagher & Flom  
Attn: John Wm. Butler, Jr., Esq.  
333 West Wacker Drive, Suite 2100  
Chicago, IL 60606

U.S. Trustee  
Attn: Alicia M. Leonhard, Esq.  
33 Whitehall Street, Suite 2100  
New York, NY 10044

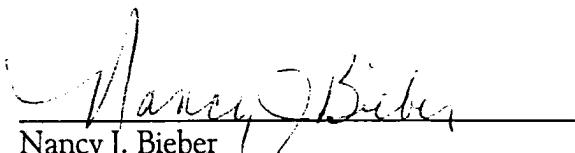
Latham & Watkins  
Attn: Mark A. Broude, Esq.  
885 Third Avenue  
New York, NY 10022

Simpson, Thacher & Bartlett LLP  
Attn: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, NY 10017

Davis Polk & Wardell  
Attn: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, NY 10017

by First Class Mail.

The above statements are true to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Nancy J. Bieber